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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,  
  
Debtors.<sup>1</sup>

Chapter 11

Case No. 18-23538 (RDD)  
  
(Jointly Administered)

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC (5554); Sears STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816); The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**VERIFIED STATEMENT OF  
FOLEY & LARDNER LLP PURSUANT TO BANKRUPTCY RULE 2019**

Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (the “Verified Statement”), Foley & Lardner LLP (“Foley”) makes the following representations:

1. Foley represents the following parties (collectively, the “Parties-in-Interest”) with respect to their 11 U.S.C. § 503(b)(9) claims against the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”);

Whitebox Asymmetric Partners, LP  
Whitebox Multi-Strategy Partners, LP  
c/o Whitebox Advisors LLC  
3033 Excelsior Blvd., Suite 300  
Minneapolis, MN 55416

-and-

Hain Capital Investors Master Fund, Ltd.  
Meadows Office Complex  
301 Route 17 North  
Rutherford, NJ 07070

-and-

Cherokee Debt Acquisition, LLC  
1325 Avenue of the Americas, 28<sup>th</sup> Floor  
New York, New York 10019

2. The claims and interests of the Parties-in-Interest against the Debtors may include but are not necessarily limited to, pursuit of 11 U.S.C. §503(b)(9) administrative claims. At this time, Foley cannot specify the amounts or times of acquisition of these claims or interests.

3. Each of the Parties-in-Interest has retained Foley to represent its individual interest in connection with these chapter 11 cases. Moreover, these parties have formed an *ad hoc* group of 11 U.S.C. § 503(b)(9) Claimants, that has retained to Foley to represent it.

4. The undersigned declares under penalty of perjury that this Verified Statement is true and accurate to the best of his knowledge, information and belief. Foley reserves the right to supplement or amend this Verified Statement as and when appropriate or required.

New York, New York  
Dated: July 9, 2019

Respectfully submitted,

/s/ Paul J. Labov  
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**CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the foregoing *Verified Statement of Foley & Lardner LLP Pursuant to Bankruptcy Rule 2019* was served on this, the 9th day of July, 2019 on all parties entitled to receive service through the Court's ECF system.

/s/ Paul J. Labov

Paul J. Labov, Esq.